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and

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Counsel for Official Committee of Unsecured  
Creditors of Lehman Brothers Holdings Inc., et al.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	x	
In re:	:	Chapter 11
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>	:	Case No. 08-13555 (JMP)
Debtors.	:	
_____	x	

LEHMAN BROTHERS SPECIAL FINANCING INC. and :  
LEHMAN BROTHERS HOLDINGS INC.

Plaintiffs,	:	
-against-	:	Adversary Proceeding No.: 09-01261 (JMP)
AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS and BNY CORPORATE TRUSTEE SERVICES LIMITED	:	
Defendants.	:	

\_\_\_\_\_X

\_\_\_\_\_X

AMERICAN FAMILY LIFE ASSURANCE COMPANY :  
OF COLUMBUS

Counterclaim Plaintiff, :

-against- :

LEHMAN BROTHERS SPECIAL FINANCING INC. and  
LEHMAN BROTHERS HOLDINGS INC.

Counterclaim Defendants. :

\_\_\_\_\_X

BNY CORPORATE TRUSTEE SERVICES LIMITED

Counterclaim Plaintiff, :

-against- :

LEHMAN BROTHERS SPECIAL FINANCING INC. and  
LEHMAN BROTHERS HOLDINGS INC.

Counterclaim Defendants. :

\_\_\_\_\_X

**JOINDER OF OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS IN DEBTORS' REPLY TO  
COUNTERCLAIMS OF DEFENDANT  
BNY CORPORATE TRUSTEE SERVICES LIMITED**

The Official Committee of Unsecured Creditors (the "Committee") of Lehman Brothers Holdings Inc. et al. (collectively, the "Debtors") join (the "Joinder") in the Debtors' Reply to Counterclaims of Defendant BNY Corporate Trustee Services Limited (the "Debtors' Reply"). In support of its Joinder, the Committee respectfully states as follows:

## **BACKGROUND**

1. Bankruptcy Filing. On September 15, 2008, LBHI filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On October 3, 2008 (the “Petition Date”), Lehman Brothers Special Financing Inc. (“LBSF”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. Debtors in Possession. The Debtors continue to manage and operate their businesses and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and this Court’s order dated October 16, 2008.

3. Committee. The Committee is a committee duly appointed and organized under section 1102 of the Bankruptcy Code. The United States Trustee appointed the Committee on September 17, 2008. The Committee represents the interests of all unsecured creditors of each of the Debtors. The Committee is expressly authorized by statute to investigate the assets and liabilities of the Debtors, and is empowered to perform such other services as are in the interests of the unsecured creditors generally. See 11 U.S.C. § 1103(c).

4. Adversary Proceeding. On June 3, 2009, LBSF commenced this action against American Family Life Assurance Company of Columbus (“AFLAC”) and BNY Corporate Trustee Services Limited (“BNY”) seeking a declaration that the modification of LBSF’s payment priority solely as a result of its chapter 11 filing violates the Bankruptcy Code and that LBSF is entitled to payment in priority to AFLAC. BNY filed its Answer and Counterclaims (“Counterclaims”) on July 6, 2009.

5. Committee’s Intervention. On July 13, 2009, with the consent of all parties, the Committee submitted for the Court’s approval its Stipulation and Consent Order

Permitting Intervention of the Committee in the Adversary Proceeding. The Court so ordered the stipulation on July 16, 2009 [Docket No. 24].

### **THE COMMITTEE'S JOINDER**

6. The Committee concurs with the answers and statements set forth in the Debtors' Reply. Accordingly, the Committee joins and adopts each and every response made in Debtors' Reply to BNY's allegations in the Counterclaims.

### **CONCLUSION**

WHEREFORE, for all of the foregoing reasons, the Committee hereby joins in the Debtors' Reply and respectfully requests that the Court deny the relief requested in the Counterclaims.

Dated: New York, New York  
July 27, 2009

### **MILBANK, TWEED, HADLEY & M<sup>C</sup>CLOY LLP**

By: /s/ Dennis F. Dunne

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